

D564661

**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California

FEB 18 1998

Bill Jones
BILL JONES, Secretary of State

CERTIFICATE OF MERGER

MERGING

MICRON QUANTUM DEVICES, INC.

WITH AND INTO

MICRON TECHNOLOGY, INC.

Pursuant to Section 252 (and by reference
Section 251(f)) of the General Corporation
Law of the State of Delaware

Micron Technology, Inc., a Delaware corporation ("MTI"), DOES HEREBY CERTIFY AS
FOLLOWS:

FIRST: That MTI was incorporated in Delaware in 1984 pursuant to the Delaware General Corporation Law (the "DGCL"), and Micron Quantum Devices, Inc. ("MQD") was incorporated in California in 1992 pursuant to the California General Corporation Law.

SECOND: That an Agreement and Plan of Reorganization (the "Reorganization Agreement"), dated as of January 20, 1998, between MTI and MQD, setting forth the terms and conditions of the merger of MQD with and into MTI (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the DGCL.

THIRD: That the surviving corporation (the "Surviving Corporation") shall be MTI, which shall retain the name "Micron Technology, Inc."

FOURTH: That pursuant to the Reorganization Agreement, from and after the effective time of the Merger, the Certificate of Incorporation of MTI shall continue to be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That an executed copy of the Reorganization Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

Micron Technology, Inc.
8000 South Federal Way
Boise, Idaho 83706-9632

SIXTH: That a copy of the Reorganization Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of MQD is 140,000,000 shares of common stock, no par value.

EIGHTH: That the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

NINTH: That, in accordance with Section 252(e) of the DGCL, the Reorganization Agreement has been adopted by MTI, which is the Surviving Corporation in the Merger, by action of its board of directors and without any vote of its stockholders pursuant to Section 251(f) of the DGCL and the following conditions have been satisfied: (1) the Reorganization Agreement does not amend in any respect the Certificate of Incorporation of MTI; (2) each share of stock of MTI outstanding immediately prior to the effective date of the Merger is to be an identical outstanding share of the common stock of MTI after the effective date of the Merger; and (3) the authorized unissued shares of common stock of MTI to be issued or delivered under the Reorganization Agreement plus those initially issuable upon conversion of any other shares, securities or obligations to be issued or delivered under the Reorganization Agreement do not exceed 20% of the shares of common stock of MTI outstanding immediately prior to the effective date of the Merger.

IN WITNESS WHEREOF, MTI has caused this Certificate of Merger to be executed in its corporate name as of the 18th day of February 1998.

MICRON TECHNOLOGY, INC.

By: _____

Roderic W. Lewis
Roderic W. Lewis

Vice President of Legal Affairs, General
Counsel and Corporate Secretary



02/20/98

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FROM CORPORATION TRUST-DOVER, DE 3026748340 (FRI) 2.20'98 13:08/ST. 13:07/NO. 4260103806 P 2

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MICRON QUANTUM DEVICES, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "MICRON TECHNOLOGY, INC." UNDER THE NAME OF "MICRON TECHNOLOGY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF FEBRUARY, A.D. 1998, AT 5:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

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